

EXHIBIT 2
(Proposed Order)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:

MOUNTAIN EXPRESS OIL COMPANY, et al.,

Debtors.¹

Chapter 7

Case No. 23-90147 (EVR)

(Jointly Administered)

**FINAL ORDER ALLOWING COMPENSATION AND REIMBURSEMENT
OF EXPENSES OF LUGENBUHL WHEATON PECK RANKIN & HUBBARD**

(Related Docket No. ____)

Upon the application (the “Final Application”),² of Lugenbuhl, Wheaton, Peck, Rankin & Hubbard (“Lugenbuhl”) for the entry of an order (this “Order”) approving final allowance for the period from April 7, 2023 through and including August 16, 2023 (the “Final Application Period”), in the amount of \$406,229.61, consisting of fees for professional services rendered to the Debtors in the amount of \$401,779.50 and out-of-pocket expenses incurred in connection with the rendering of such services in the amount of \$4,450.11, all as more fully set forth in the Final Application; and upon the declaration of Benjamin W. Kadden appended as Exhibit 1 to the Final Application, and the evidence admitted at the hearing (the “Hearing”) on the Final Application; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. § 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and this Court having found that it may enter a final order consistent with Article III of the United States Constitution;

¹ A complete list of each of the Debtors in these chapter 11 cases may be obtained for a fee at the Court’s website at <http://ecf.txsb.uscourts.gov>. A login identification and password to the Court’s Public Access to Court Electronic Records (“PACER”) are required to access this information and can be obtained through the PACER Service Center at <http://www.pacer.psc.uscourts.gov>. The location of Debtor Mountain Express Oil Company’s principal place of business and the Debtors’ service address in these Chapter 11 Cases (the “Cases”) is 3650 Mansell Road, Suite 250, Alpharetta, GA 30022.

² A capitalized term used but not defined herein shall have the meaning ascribed to it in the Final Application.

and this Court having found that the notice of the Final Application was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Final Application and having heard the statements in support of the relief requested therein at the Hearing; and this Court having determined that the legal and factual bases set forth in the Final Application and at the Hearing establish just cause for the relief granted herein; and this Court having found that the compensation for services rendered as requested in the Final Application is reasonable, actual, and necessary, and such services were reasonable and beneficial to the Debtors' estates at the time they were rendered; and after due deliberation and sufficient cause appearing therefor, **IT IS HEREBY ORDERED THAT:**

1. Lugenbuhl is Applicant is allowed, on a final basis, compensation in the amount of \$401,779.50 and out-of-pocket expenses incurred in connection with the rendering of such services in the amount of \$4,450.11, for the Final Application Period.

2. The disbursement of Carve-Out Funds is authorized for any unpaid amounts due to Lugenbuhl from that portion of the Carve-Out Funds attributable to Lugenbuhl under the Final DIP Order, as set forth in the Final Application.

3. To the extent there are any unpaid amounts, the Chapter 7 trustee is authorized to disburse any unpaid amounts to Lugenbuhl as allowed herein following the application of the Carve-Out Funds attributable to Lugenbuhl under the Final DIP Order.

This Court retains exclusive jurisdiction and power with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: _____, 2023

HON. EDUARDO V. RODRIGUEZ
UNITED STATES BANKRUPTCY JUDGE